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# UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

**FORM D** 

OMB APPROVA	١.

OMB Number: 3235-0076 Expires: March 30, 2008 Estimated average burden hours per form......1

SEC USE ONLY							
Prefix Serial							
DATE RECEIVED							

						L	
Name of Offering ( check if this is an ar	nendment and name has char	ged, aı	nd indicate change.)				
Sale and Issuance of Common Stock							
Filing Under (Check box(es) that apply):	☐ Rule 504		☐ Rule 505	Rule 506		☐ Section 4(6)	ULOE
Type of Filing:		×	New Filing			Amendment	
12110	A. BAS	SIC ID	ENTIFICATION DA	TA			
1. Enter the information requested abou	t the issuer						
Name of Issuer ( check if this is an ame	ndment and name has change	d, and	indicate change.)				
G2ONE, INC.							# 88111 1787
Address of Executive Offices	(Number and S	treet, (	City, State, Zip Code)	Telephone Nur	nber (l	nclu O'	7077400
2882 Sand Hill Road, Suite 240, Menlo l	Park , California 94025			205-879-0551			
Address of Principal Business Operations (if different from Executive Offices)	(Number and Street, City, Sta	te, Zip	Code)	Telephone Nur	nber (I	ncluding Area Code	?)
Brief Description of Business							いれつつについ
Software consulting							
Type of Business Organization	Children and Children	.d., 6a			_	other (please specia	SEP 2 G 20
⊠ corporation	☐ limited partnership, alrea	-			-	other (please specia	
☐ business trust	☐ limited partnership, to be	forme					() THOMSO
A stual or Estimated Data of Ingormaration	or Organization:	_		<u>'ear</u> 007			FINANCIA
Actual or Estimated Date of Incorporation	or Organization.	,	une 2	007	×	Actual [	☐ Estimated
Jurisdiction of Incorporation or Organizati	on; (Enter two-letter U.S.	Postal	Service abbreviation for	or State:	_		
F	CN for Canada; FN fo	r other	foreign jurisdiction)			j.	DE

## GENERAL INSTRUCTIONS

#### Federal:

Who Must File: All issuers making an offering of securities in reliane on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C. 77d(6).

When to File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

Where to File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thexatthe information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

#### State

Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix to the notice constitutes a part of this notice and must be completed.

#### ATTENTION

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predicated on the filing of a federal notice.

### A. BASIC IDENTIFICATION DATA

- 2. Enter the information requested for the following:
  - Each promoter of the issuer, if the issuer has been organized within the past five years;
  - Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer;
  - Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and
  - Each general and managing partner of partnership issuers.

Check Box(es) that Apply:	☐ Promoter	E Beneficial Owner	<b>⊠</b> Executive Officer	☑ Director	☐ General and/or Managing Partner
Full Name (Las Tkachman, Ale	name first, if individual) xander				
	idence Address (Number and Road, Suite 240, Menlo Parl				
Check Box(es) that Apply:	☐ Promoter	Beneficial Owner	Executive Officer	☑ Director	General and/or Managing Partner
Full Name (Las	t name first, if individual)			·	
Rocher, Graen	idence Address (Number and S	Street City State 7in Code)			<del>"- " '</del>
	Road, Suite 240, Menlo Parl				
Check Boxes that Apply:	☐ Promoter	Beneficial Owner	Executive Officer	☑Director	☐ General and/or Managing Partner
Full Name (Las LaForge, Guill	t name first, if individual) aume				
	idence Address (Number and S Road, Suite 240, Menlo Parl				
Check Boxes that Apply:	☐ Promoter	☐ Beneficial Owner	☐ Executive Officer	Director	General and/or Managing Partner
Full Name (Las	t name first, if individual)				
Business or Res	idence Address (Number and	Street, City, State, Zip Code)			
Check Boxes that Apply:	☐ Promoter	☐ Beneficial Owner	☐ Executive Officer	☐ Director	General and/or Managing Partner
Full Name (Las	t name first, if individual)				
Business or Res	idence Address (Number and	Street, City, State, Zip Code)			
Check Boxes that Apply:	☐ Promoter	☐ Beneficial Owner	☐ Executive Officer	☐ Director	General and/or Managing Partner
Full Name (Las	name first, if individual)				
Business or Res	idence Address (Number and	Street, City, State, Zip Code)			
Check Boxes that Apply:	☐ Promoter	☐ Beneficial Owner	☐ Executive Officer	Director	General and/or Managing Partner
Full Name (Las	t name first, if individual)				
Business or Res	idence Address (Number and	Street, City, State, Zip Code)			
Check Box(es) that Apply:	Promoter	☐ Beneficial Owner	☐ Executive Officer	Director	General and/or Managing Partner
Full Name (Las	t name first, if individual)				
Business or Res	sidence Address (Number and	Street, City, State, Zip Code)			

				В	. INFORM	ATION AB	OUT OFFE	RING				
1.	Has the issuer sole	d, or does the is	suer intend to					?g under ULO			Yes N	o <u>X</u>
2.	What is the minin	num investment	that will be a	epted fro	m any indiv	idual?	-,*,	***************************************			\$ <u>N/A</u>	
3.	Does the offering	permit joint ow	nership of a s	ingle unit?.							Yes No <u>3</u>	<u> </u>
	Enter the information of puregistered with the broker or dealer, y	rchasers in con e SEC and/or w	nection with a	sales of sec states, list th	curities in the name of t	ne offering. he broker or	If a person	to be listed	is an associat	ed person or	agent of a b	proker or dealer
Full	Name (Last name	first, if individu	al)						<del></del>		· · · ·	•
Business or Residence Address (Number and Street, City, State, Zip Code)												
Nam	e of Associated Br	roker or Dealer			·							
	s in Which Person						<del></del>			- <del></del>		D + 11 C
	ck "All States" or											
[AL]	(AK)	[AZ]	[AR]	[CA]	(CO)	[CT]	IDEI	[DC]	[FL]	[GA]	[HI]	[ID]
[IL]	[IN]	[IA]	[KS]	[KY]	[LA]	[ME]	[MD]	[MA]	[MI]	[MN]	[MS]	[MO]
[MT	) [NE]	[NV]	[NH]	ונאן	[NM]	[NY]	[NC]	[ND]	[OH]	IOKI	[OR]	[PA]
[RI]	[SC]	[SD]	[TN]	[TX]	JUTJ	[VT]	[VA]	[VA]	[WV]	[WI]	<u> WY </u>	[PR]
Full	Name (Last name	first, if individu	ıal)									
Busi	ness or Residence	Address (Numb	per and Street,	, City, State	, Zip Code)							
Nam	e of Associated Ba	roker or Dealer							<del>.</del>			
State	s in Which Persor	Listed Has Sol	licited or Inter	nds to Solic	it Purchasers	<del></del> ;			····			
(Che	ck "All States" or	check individua	al States)									All States
[AL]	[AK]	[AZ]	[AR]	[CA]	[CO]	[CT]	(DE)	[DC]	[FL]	[GA]	[HI]	(ID)
[IL]	וואן	[IA]	[KS]	[KY]	[LA]	[ME]	[MD]	[MA]	[MI]	[MN]	[MS]	[MO]
IMT	j jnej	[NV]	[NH]	[נא]	[NM]	[NY]	[NC]	[ND]	[ОН]	JOK]	[OR]	[PA]
[RI]	[SC]	[SD]	נאדן	[TX]	[UT]	[VT]	[VA]	[VA]	įWVj	<u>[WI]</u>	[WY]	[PR]
	Name (Last name				-							<del></del>
Busi	ness or Residence	Address (Numb	per and Street,	, City, State	, Zip Code)							
Nam	e of Associated B	roker or Dealer			· · · · ·	·-			····		<del></del>	<u></u>
State	s in Which Persor	Listed Has Sol	icited or Inter	nds to Solic	it Purchaser	s		<del></del>				
	ck "All States" or									*****		All States
(AL)			[AR]	[CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	Hi	[ID]
ILL	IN]	, IA2) [IA]	(KS)	[KY]	[LA]	[ME]	[MD]	[MA]	[MI]	[MN]	[MS]	IMO)
IILI IMT		[NV]	[NH]	ונאן	[NM]	[NY]	[NC]	[ND]	[OH]	[OK]	[OR]	[PA]
IRII	SC	[SD]	[TN]	JTXJ	UT	[VT]	[VA]	[VA]	[WV]	[WI]	[WY]	[PR]
1,44	inc)	[05]	1 1	1	1 ~ . 1	1 1	1	1				

## C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

Equity   S   S	0.00 0.00 6,000.00	\$	Aggregate Dollar Amoun
Equity	6,000.00 0.00 0.00 6,000.00 mber estors 3 0	<u>s</u> <u>s</u> <u>s</u> <u>s</u> <u>s</u> <u>s</u>	6,000.00 0.00 0.00 6,000.00 Aggregate Dollar Amoun
Common Preferred  Convertible Securities (including warrants)	6,000.00 0.00 0.00 6,000.00 mber estors 3 0	<u>s</u> <u>s</u> <u>s</u> <u>s</u> <u>s</u> <u>s</u>	6,000.00 0.00 0.00 6,000.00 Aggregate Dollar Amour
Convertible Securities (including warrants)	0.00 0.00 6,000.00	<u>s</u> s	Aggregate Dollar Amour
Partnership Interests	0.00 0.00 6,000.00	<u>s</u> s	Aggregate Dollar Amour
Other (Specify)  Total	0.00 6,000.00 mber estors 3	<u>s</u> s	Aggregate Dollar Amour
Answer also in Appendix, Column 3, if filing under ULOE.  Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero."  Accredited Investors	6,000.00  mber estors  3 0	<u>s</u>	Aggregate Dollar Amour
Answer also in Appendix, Column 3, if filing under ULOE.  Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero."  Accredited Investors	mber estors  3 0		Aggregate Dollar Amour of Purchases
Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero."    Non-accredited Investors	3		Dollar Amoun of Purchases
offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero."    Number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero."    Number of the information purchased in the information requested for all securities and by the issuer, to date, in offering sof the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classifysecurities by type listed in Part C - Question 1.    Type of Offering   Rule 505   Regulation A   Rule 504   Rule 505   Rule 506   Rule 506   Rule 506   Rule 506   Rule 507   Rule 507   Rule 508   Ru	3		Dollar Amoun of Purchases
Accredited Investors	3		Dollar Amoun of Purchases
Accredited Investors	3 0		of Purchases
Non-accredited Investors  Total (for filings under Rule 504 only).  Answer also in Appendix, Column 4, if filing under ULOE.  If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classifysecurities by type listed in Part C - Question 1.  Type of Offering  Rule 505  Regulation A.  Rule 504  Total.  a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The	0		
Non-accredited Investors  Total (for filings under Rule 504 only).  Answer also in Appendix, Column 4, if filing under ULOE.  If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classifysecurities by type listed in Part C - Question 1.  Type of Offering  Rule 505  Regulation A.  Rule 504  Total.  a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The	0	<u>s</u>	6,000.00
Total (for filings under Rule 504 only)			0.00
Answer also in Appendix, Column 4, if filing under ULOE.  If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classifysecurities by type listed in Part C- Question 1.  Ty  Se  Type of Offering  Rule 505  Regulation A	0	S	0,00
If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C - Question 1.  Type of Offering Rule 505 Regulation A. Rule 504 Total.  a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The	-		
Regulation A	pe of curity		Dollar Amour Sold
Regulation A	•		
Regulation A	N/A	\$	0.00
Rule 504	N/A	<u>s</u>	0.00
a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The	N/A	<u>s</u>	0.00
securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The	N/A	<u>s</u>	0.00
known, furnish an estimate and check the box to the left of the estimate.			
Transfer Agent's Fees		<u>s</u>	0.00
Printing and Engraving Costs		\$	0.00
Legal Fees	×	<u>\$</u>	3,000.00
Accounting Fees		<u>\$</u>	0.00
Engineering Fees.		<u>s</u>	0.00
Sales Commissions (specify finders' fees separately)		<u>s</u>	0.00
Other Expenses (Identify)	_ ::	<u>\$</u>	<u>0,00</u> 3,000.00

<ul> <li>C. OFFERING PRICE, NUMBER OF IN</li> <li>b. Enter the difference between the aggregate offering price given in response to Part C - Question 4.a. This difference is the "adjusted"</li> </ul>	oonse to Part C - Question 1 and	total expenses furnished	<u>s</u>	3,000.00
<ol> <li>Indicate below the amount of the adjusted gross proceeds to the issuer use If the amount for any purpose is not known, furnish an estimate and ch payments listed must equal the adjusted gross proceeds to the issuer set for</li> </ol>	eck the box to the left of the es rth in response to Part C- Question	timate. The total of the on 4.b above.  Payment to Officers, Directors, & Affiliates		Payment To Others
Salaries and fees		□ s	□ \$	
Purchase of real estate	***************************************	□ s	□ s	<del></del>
Purchase, rental or leasing and installation of machinery and equipment		□ s	□ s	
Construction or leasing of plant buildings and facilities	.,,	□ s	□ <b>s</b>	
Acquisition of other businesses (including the value of securities involved in t in exchange for the assets or securities of another issuer pursuant to a merger).		□ s		
Repayment of indebtedness		□ s	□ s	
Working capital		□ s	□ s	
Other (specify): Transfer of Intellectual Property		п.	<b>⋉</b> s	2 000 00
(a) (b) (b) (c) (c) (c) (c) (c) (c) (c) (c) (c) (c		□ s		
Column Totals		□ s		
Total Payments Listed (column totals added)		<b>⋉</b> \$	3,000.	<u>υυ</u>
D. FFDE	RAL SIGNATURE			
The issuer had duly caused this notice to be signed by the undersigned duly at an undertaking by the issuer to furnish to the U.S. Securities and Exchange Conon-accredited investor pursuant to paragraph (b)(2) of Rule 502.	othorized person. If this notice is ommission, upon written request	filed under Rule 505, the position of its staff, the information	following s furnished	by the issuer to any
Issuer (Print or Type) G2ONE, INC.	Signature		Date Septeml	ber 10, 2007
Name of Signer (Print or Type)	Title of Signer (Print or Type)			
Vincent P. Pangrazio	Assistant Secretary			
	<del> </del>	<del></del>		

ATTENTION
Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)

1.	. Is any party described in 17 CFR 230.262 presently subject to any of the disqu	alification provisions of such rule?	Yes	No
	See Appendix, Colum	nn 5, for state response.		
2.	<ol> <li>The undersigned issuer hereby undertakes to furnish to the state administrato such times as required by state law.</li> </ol>	r of any state in which the notice is filed, a notice on Form D	(17 CFR 23	39.500) at
3.	. The undersigned issuer hereby undertakes to furnish to any state administrator	s, upon written request, information furnished by the issuer to	offerees.	
4.	(ULOE) of the state in which this notice is filed and understands that the issue conditions have been satisfied	er claiming the availability of this exemption has the burden of	establishing	that these
	The issuer has read this notification and knows the contents to be true and has duerson.	ely caused this notice to be signed on its behalf by the unders	igned duly a	uthorized
Iss	ssuer (Print or Type) S	gnature	Date	
G2	G2ONE, INC.	CORP.	September >	10 2007
Na	Name (Print or Type)	itle (Print or Type)		

Assistant Secretary

E. STATE SIGNATURE

Vincent P. Pangrazio

Print the name and title of the signing representative under his signature for the state portion of this form. One copy of every noticeon Form D must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

				APPENDIX					
1		2	3		4				5
	to non- investo	nd to sell accredited irs in State B-Item 1)	Type of security and aggregate offering price offered in state (Part C-Item 1)	а	Type of invest mount purchast (Part C-Ite	ed in State		under Sta yes, explanati	slification te ULOE (if attach on of waiver Part E-Item 1)
State	Yes	No		Number of Accredited Investors	Amount	Number of Non- Accredited Investors	Amount	Yes	No
AL									
AK									
AZ								:	
AR									
CA									
CO									
СТ						\ <del></del>			
DE						<del>_</del> .			
DC									
FL									
GA	-								
HI				. ,					
ID					-				
IL									
IN				<del></del>	-				
1A									
KS									
KY									
LA									
ME									
MD									
MA					1.0				
MI									
MN									
MS									
MQ		-							

	,			APPENDIX	-				
1		2	3	-1-1	4				5
	to non- investo	nd to sell accredited ors in State B-Item 1)	Type of security and aggregate offering price offered in state (Part C-Item 1)	am	Type of invest ount purchase (Part C-Ite)	d in State		State ULG attach exp waiver gran	ation under DE (if yes, lanation of ited (Part E- n 1)
State	Yes	No		Number of Accredited Investors	Amount	Number of Non- Accredited Investors	Amount	Yes	No
MT						-			- 11-111
NE									
NV		\ <u></u>							
NH									
NJ									
NM		· · · · · · · · · · · · · · · · · · ·							-
NY									
NC	<del></del>								
ND									
ОН						l			
ОК									
OR									
PA									
R1									
SC									
SD					···				
TN									
TX									
UT	<del></del>								
VT									
VA									
WA			-						-
wv									
wı									
WY									
PR									

